

# AITKEN SPENCE PLC – (PQ 120)

315, VAUXHALL STREET, COLOMBO 02, SRI LANKA

## CIRCULAR TO SHAREHOLDERS

Dear Shareholder,

### AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Listing Rules of the Colombo Stock Exchange require the Company to comply with Corporate Governance requirements, including, among other things, the composition of the Board. The management of the Company, whilst recognizing the need to maintain a balance between executive and non-executive Directors, is also mindful that the composition of the Board should cater to the need for diversity in the Board to ensure effectiveness through a range of experience, skills and competencies.

In order to achieve the right composition of the Board and strike a balance as aforementioned by accommodating new skills to complement the existing expertise, it is necessary that the existing maximum number of the Directors set out in the Articles of Association of the Company be increased from ten (10) to twelve (12). This is in order to facilitate appointment of new Directors who could contribute to the continued success of the Company. Hence, the Board of Directors of the Company has decided to recommend to the shareholders to consider and pass if thought fit the following resolution as a Special Resolution to amend the existing Article 73 of the Articles of Association of the Company, in order to comply with the Listing Rules of the Colombo Stock Exchange on Corporate Governance.

### Special Resolution

To consider and pass if thought fit the following resolution as a Special Resolution to amend the Articles of Association of the Company as set out below:

“IT IS HEREBY RESOLVED THAT the existing Article 73 of the Articles of Association of the Company be deleted in entirety and the following new Article Numbered 73 be substituted therefor:

**73.** The Directors of the Company shall not be less than five (05) nor more than twelve (12) in number.”

Accordingly, it has been decided to convene an Extraordinary General Meeting (EGM) of the Shareholders on Thursday, 19<sup>th</sup> December 2024 at 1.00 p.m. to give effect to the resolution as set forth in the Notice of Meeting.

\* The detailed Notice of Meeting is available on the Company website on [www.aitkenspence.com](http://www.aitkenspence.com), the Colombo Stock Exchange website on [www.cse.lk](http://www.cse.lk). The Notice of Meeting can also be accessed via the QR Code provided at the bottom of this page.

### A. GENERAL DETAILS

1. The EGM of Aitken Spence PLC will be conducted from No. 315, Vauxhall Street, Colombo 02, on **Thursday, 19<sup>th</sup> December 2024 at 1.00 p.m., as a virtual meeting** using a digital platform.
2. The EGM will be held in accordance with the guidelines issued by the Colombo Stock Exchange (CSE) for the hosting of virtual AGMs.

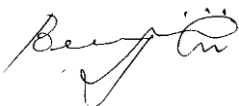
### B. SHAREHOLDER PARTICIPATION

1. The shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
2. The shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through **audio or audio visual means only**.
3. The shareholders who wish to participate at the meeting will be able to join the meeting through **audio or audio visual means only**. To facilitate this process, the shareholders are required to furnish their details by perfecting **The Form of Registration** and forward same to reach the Company Secretaries via e-mail to [nurani@aitkenspence.lk](mailto:nurani@aitkenspence.lk) or facsimile on +94 11 2445406 or by post to the registered address of the Company No. 315, Vauxhall Street, Colombo 02 **not less than five (5) days before the date of the meeting** so that the **meeting login information** could be forwarded to the e-mail addresses so provided.
4. To facilitate the appointment of proxies as specified in B.1 and B.2 above, dully filled **Form of Proxy** should be sent to reach the Company Secretaries via e-mail to [nurani@aitkenspence.lk](mailto:nurani@aitkenspence.lk) or facsimile on +94 11 2445406 or by post to the registered address of the Company, No. 315, Vauxhall Street, Colombo 02, **not less than forty eight (48) hours before the time fixed for the meeting**.

\* The Form of Registration and the Form of Proxy are available on the Company website on [www.aitkenspence.com](http://www.aitkenspence.com), the Colombo Stock Exchange website on [www.cse.lk](http://www.cse.lk). The Forms can also be accessed via the QR Code provided at the bottom of this page.

Yours faithfully

AITKEN SPENCE CORPORATE SERVICES (PRIVATE) LIMITED  
Secretaries to AITKEN SPENCE PLC



Benjamin Poopalapillai  
Vice President - Company Secretarial Division



<https://aitkenspence.com/corporate-governance/integrated-reporting-financials>

27<sup>th</sup> November 2024  
Colombo